

Division of Corporations

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A00000000 1444

Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 922-4003

From:

Account Name : RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.
Account Number : 076077000521
Phone : (954) 761-2910
Fax Number : (954) 764-4996

FLORIDA LIMITED PARTNERSHIP

Newport United, Ltd.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$1,837.50

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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[Handwritten signatures and initials]

FA#: H00000058142

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
NEWPORT UNITED, LTD.**

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, does hereby execute and file with the Secretary of State of Florida this Certificate of Limited Partnership, as follows:

1. The name of the limited partnership is Newport United, Ltd. (the "Partnership")

2. The address of the office in Florida at which will be kept the records of the Partnership required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Partnership Act (1986) (the "Act") is 7777 Glades Road, Suite 201, Boca Raton, Florida 33434.

3. The name and address of the agent for service of process required to be maintained by Section 620.105(2) of the Act is SOR General, Inc., 7777 Glades Road, Suite 201, Boca Raton, Florida 33434.

4. The name and business address of the General Partner of the Partnership is SOR General, Inc., 7777 Glades Road, Suite 201, Boca Raton, Florida 33434.

5. A mailing address for the Partnership is 7777 Glades Road, Suite 201, Boca Raton, Florida 33434.

6. The latest date upon which the Partnership is to dissolve is twenty five (25) years from the filing of this Certificate, unless terminated sooner in accordance with the provisions of the Limited Partnership Agreement.

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TALLAHASSEE, FLORIDA

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SEP-21-2000 13:15 FROM:RMSSR 17NORTH 9547644996

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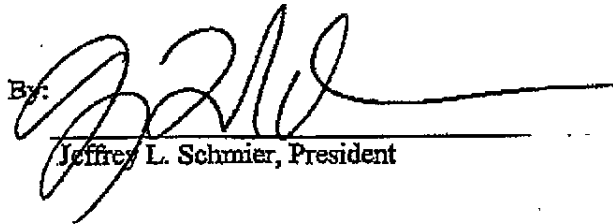
IN WITNESS WHEREOF, the undersigned, being the general partner of the Partnership, has duly executed this Certificate of Limited Partnership of Newport United, Ltd., this 21st day of September, 2000, for filing in accordance with Section 620.108 of the Florida Revised Uniform Limited Partnership Act (1986).

This Certificate of Limited Partnership shall be effective upon filing.

GENERAL PARTNER:

SOR GENERAL, INC., a Florida corporation

By:



Jeffrey L. Schmier, President

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TALLAHASSEE, FLORIDA

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**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

THE UNDERSIGNED, named as the agent for service of process in paragraph three of the Certificate of Limited Partnership of Newport United, Ltd., hereby accepts the appointment as such registered agent, and acknowledges that it is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Revised Uniform Limited Partnership Act (1986).

DATED this 21 day of September, 2000.

SOR GENERAL, INC.

By: 

Jeffrey L. Schmier, President

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**AFFIDAVIT DECLARING AMOUNT OF
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF
NEWPORT UNITED, LTD.**

The undersigned, being the General Partner of Newport United, Ltd. (the "Partnership"), a Florida limited partnership, certifies as follows:

Upon the formation of the Partnership, the limited partners' contributions of cash and property to the Partnership have a value of \$297,000.00. No additional capital contributions are anticipated to be made by the limited partners.

It is the intention of the Partnership that this Affidavit be filed with the Secretary of State of the State of Florida, along with the Certificate of Limited Partnership.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

GENERAL PARTNER:

SOR GENERAL, INC.

By: 

Jeffrey L. Schmier, President

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